



THE UNITED STATES
CORPORATION
COMPANY

L0100 0022809

ACCOUNT NO. : 072100000032

REFERENCE : 569203 11548A

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 155.00

ORDER DATE : December 31, 2001

ORDER TIME : 10:40 AM

ORDER NO. : 569203-025

CUSTOMER NO: -11548A

800004744698--E

CUSTOMER: Karen S. Keaton, Esq
Karen S. Keaton, P.a.

2816 Beach Boulevard

Saint Petersburg, FL 33707

DOMESTIC FILING

NAME: BO-RED, L.L.C.

EFFECTIVE DATE: 01-01-02

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED 01 DEC 31 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

JP
12-31-01

ARTICLES OF ORGANIZATION
OF
BO-RED, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be BO-RED, L.L.C. ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company Nine Third Street North, Suite 209, St. Petersburg, FL 33701.

ARTICLE III - DURATION

The company shall commence its existence on January 1, 2002. The company's existence shall be unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Karen S. Keaton, 2816 Beach Boulevard, St. Petersburg, FL 33707.

ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

01 DEC 31 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

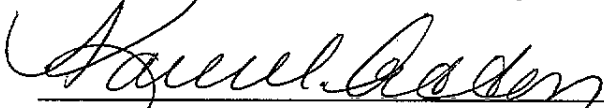
ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VIII -- MANAGEMENT

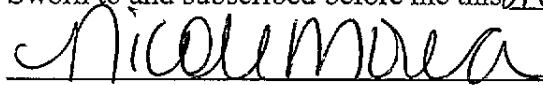
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Algirdas M. Bobelis, Nine Third Street North, Suite 209, St. Petersburg, FL 33701.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at St. Petersburg, Florida, on December 28 2001.



Karen S. Keaton

Sworn to and subscribed before me this 28 day of December, 2001 by Karen S. Keaton.



Notary Public -- State of Florida

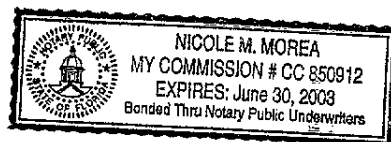
Personally Known ✓

OR

Produced Identification: _____

Type of Identification Produced _____

(Seal)



01 DEC 31 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

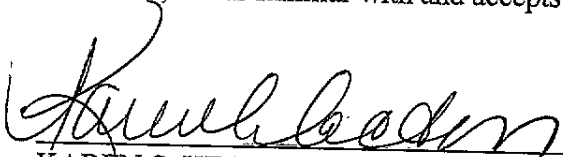
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, BO-RED, L.L.C. submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is BO-RED, L.L.C.
2. The name and street address of the registered agent in Florida are:

Karen S. Keaton
2816 Beach Boulevard
St. Petersburg, FL 33701

The undersigned, being the person named in the articles of organization of BO-RED, L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


KAREN S. KEATON

APPROVED
AND
FILED
01 DEC 31 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA